

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
MARITIME COMMUNICATIONS/LAND	)	WT Docket No. 13-85
MOBILE, LLC, DEBTOR-IN-POSSESSION	)	FCC File No. 0005552500
Application to Assign Licenses to Choctaw)	
Holdings, LLC)	
)	
MARITIME COMMUNICATIONS/LAND	)	FCC File Nos. 0004153701 and
MOBILE, LLC	)	000414435
Applications to Modify and to Partially Assign)	
License for Station WQGF318 to Southern)	
California Regional Rail Authority)	
)	
Application for New Automated Maritime	)	FCC File No. 0002303355
Telecommunications System Stations)	
)	
Order to Show Cause, Hearing Designation	)	EB Docket No. 11-71
Order, and Notice of Opportunity	)	File No. EB-09-IH-1751
	)	FCC File Nos. 0004030479,
	)	0004144435, 0004193028,
	)	0004193328, 0004354053,
	)	0004309872, 0004310060,
	)	0004314903, 0004315013,
	)	0004430505, 0004417199,
	)	0004419431, 0004422320,
	)	0004422329, 0004507921,
	)	0004153701, 0004526264,
	)	0004636537, and 0004604962

To: THE COMMISSION (VIA Marlene H. Dortch, Secretary)
cc: Chief Administrative Law Judge Richard L. Sippel

**MOTION OF
SHENANDOAH VALLEY ELECTRIC COOPERATIVE
FOR RECONSIDERATION, OR IN THE ALTERNATIVE,
PETITION FOR LEAVE TO INTERVENE**

H. Russell Frisby, Jr.
Stinson Leonard Street LLP
1775 Pennsylvania Ave., N.W., Suite 800
Washington, DC 20006-4605
Tel. (202) 572-9937
Fax (202) 572-9945
Russell.frisby@stinsonleonard.com

Counsel for Shenandoah Valley Electric Cooperative

October 8, 2014

SUMMARY

Shenandoah Valley Electric Cooperative ("SVEC") hereby requests that the Commission reconsider its Memorandum Opinion and Order ("*MCLM MO&O*") released in the above-referenced proceeding on September 11, 2014, and permit SVEC to show that its application (FCC File No. 000524980) should be granted, and ultimately grant same, and further that, contrary to the Commission's ruling, the application's disposition should not be affected by the Commission's decisions herein. In the alternative, SVEC petitions for leave to intervene in EB Docket No. 11-71 so that it might protect its rights given that, in the absence of reconsideration, the disposition of its application will be affected by the Commission's actions in that proceeding.

SVEC is an electric cooperative which serves more than 93,000 member/owners' accounts in rural and mountainous portions of Virginia and as such is a recognized critical infrastructure industry ("CII") entity. On July 5, 2012, (after the commencement of the hearing in EB Docket No. 11-71) SVEC filed an Application for Partial Assignment (partition and disaggregation) of the license for station WQGF315 (FCC File No. 0005224980). SVEC actively uses the spectrum in question as the primary means of communication with field crews for essential emergency and restoration services which are directly related to the prevention of human injury and property damage.

On May 9, 2013, in response to Public Notice DA 13-359, SVEC filed both comments and reply comments urging the Commission, *inter alia*, to grant the pending assignment applications to assign certain MCLM licenses to CII entities, including SVEC. In the *MCLM MO&O*, the Commission generally denied the requests of the CII Companies and, with specific regard to SVEC's application, held that although "not among the applications designated for hearing in the *HDO* . . . its disposition is affected by the commission's decisions herein."

Reconsideration is appropriate in this case because, in making its decision, the Commission materially erred by mischaracterizing, and apparently misunderstanding, the fact that, like the Southern California Regional Rail Authority ("SCRRA"), SVEC's use of the spectrum is for communications dedicated to preventing employee and/or public injury or death, as well as preventing property damage. Because the frequencies are used for voice communication between office and field, loss of the frequencies would result in serious consequences for SVEC and its customers, in that SVEC's ability to safely dispatch its crews to an emergency and thereby mitigate the potential loss of SVEC or public lives, as well as property, would be significantly crippled. SVEC has no other good options because, as a result of Commission action, it had to move from the 150 MHz Band. Furthermore, the *MCLM MO&O* is also materially in error because the Commission more generally appears to have misunderstood how utilities use the spectrum in question for public safety purposes.

In the alternative, the Commission should grant SVEC's Motion for Leave to Intervene in EB Docket No. 11-71 so that it might protect its rights given that, in the absence of reconsideration, the disposition of its application will be affected by the Commission's actions in that proceeding. Without being granted the right to intervene, SVEC will be materially disadvantaged and may be unable to protect its rights in subsequent litigation.

The Affidavit of John Coffey, VP Engineering & Operations of SVEC is filed in support hereof.

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FOR RECONSIDERATION, OR IN THE ALTERNATIVE,
PETITION FOR LEAVE TO INTERVENE**

Shenandoah Valley Electric Cooperative ("SVEC"), by its attorneys, pursuant to Sections 1.106 and 1.429 of the Commission's rules, 47 C.F.R. §§ 1.106 and 1.429, requests that the Commission reconsider its Memorandum Opinion and Order released in the above-referenced

proceeding on September 11, 2014 ("*MCLM MO&O*")¹ and permit SVEC to show that its application (FCC File No. 000524980) should be granted, and ultimately grant same, and further that, contrary to the Commission's ruling, the application's disposition should not be affected by the Commission's decisions herein.² In the alternative, acting pursuant to Section 1.223 of the Commission's rules, SVEC petitions for leave to intervene in EB Docket No. 11-71 so that it might protect its rights given that, in the absence of reconsideration, the disposition of its application may be affected by the Commission's actions in that proceeding.

MOTION FOR RECONSIDERATION

I. Overview

The FCC should grant SVEC's Motion for Reconsideration because the *MCLM MO&O* is factually incorrect with regard to SVEC's use of the frequencies in question—specifically Footnote 108—and that SVEC is in fact similarly situated to the Southern California Regional Rail Authority ("SCRRA") in that (1) the use of the frequencies is dedicated to communications to prevent human injury and death, as well as property damage, and (2) the spectrum in question is very limited. The Footnote 7 test regarding "potential safety of life considerations" is met here.³ Consequently, like SCRRA, SVEC's application should not be subject to the Hearing Designation Order ("HDO") in EB Docket No. 11-71, and the Commission should permit SVEC to demonstrate that its application should be granted. Furthermore, the *MCLM MO&O* is also in error because the Commission generally appears to have materially misunderstood how utilities

¹ *In the Matter of Maritime Communications/Land Mobile, LLC Debtor-in-Possession et. al.*, Memorandum Opinion and Order, WT Docket No. 13-85, EB Docket No. 11-71, FCC 14-133 (released September 11, 2014) ("*MCLM MO&O*").

² *Id.* Appendix B at 22 n.2 where the Commission held that with regard to SVEC's application "its disposition is affected by the Commission's decision's herein."

³ *Id.* at 5.

use the spectrum in question for public safety purposes.⁴ In cases such as this, where the Commission has made a material error, reconsideration is appropriate.⁵

Reconsideration under Section 1.106 of the rules is appropriate because SVEC's interests have been adversely affected by the Commission's decision in the *MCLM MO&O*, where the Commission determined that, although SVEC's application was "not among the applications designated for hearing in the *HDO* . . . its disposition is affected by the Commission's decisions herein."⁶ Given that SVEC's application was filed after the release of the *HDO*, it had no opportunity to participate in the proceeding until the Commission released Public Notice DA 13-359 in WT Docket No. 13-85.⁷

Additionally, reconsideration is also appropriate under Section 1.429 of the Commission's rules for several reasons. The *MCLM MO&O* was released under Docket 13-85 and SVEC had filed timely comments therein. Furthermore, as noted below, the Commission has made material factual errors and the Commission's reconsideration of the facts and arguments is required in the public interest.

II. Discussion

SVEC is an electric cooperative which serves more than 93,000 consumer accounts in the City of Winchester, Virginia, and the counties of Augusta, Clarke, Frederick, Highland, Page, Rockingham, Shenandoah, and Warren, Virginia. SVEC was the first electric cooperative chartered in Virginia. The Cooperative's mission is to provide both reliable and safe electric service to each of its members within this rural area of Virginia. SVEC is responsible to its

⁴ See e.g. Duquesne Light Company Petition for Reconsideration, etc. at 7.

⁵ See e.g. *In the Matter of Landix Communications*, 15 FCC Rcd. 24932 (2000) ("Reconsideration is appropriate...where the petitioner either shows a material error or omission in the original order or raises additional facts . . .").

⁶ *MCLM MO&O* at 22 (Appendix B, note 2).

⁷ Comment Sought on Application to Assign Licenses Under *Second Thursday Doctrine*, Request for Waiver and Extension of Construction Deadlines, and Request to Terminate Hearing, DA 13-569 (March 28, 2013).

members for maintaining nearly 7,600 miles of power distribution wires and the associated fixed plant, and distributed more than 2.34 billion kilowatt hours of electricity to its members in 2013.

As a critical infrastructure industry ("CII") entity, SVEC provides electric service to more than 93,000 consumer accounts in its rural service area. SVEC is a Commission licensee in good standing. In the rural and mountainous areas served by SVEC, public cellular service is inconsistent, and in some locations nonexistent. To address this problem, SVEC currently leases 30 channel pairs of 12.5 kHz each of Automated Maritime Telecommunications Service spectrum ("Frequencies") from MCLM (Call Sign WQGF315), which the cooperative uses to operate a voice radio system, which is the primary means of communication with field crews for essential emergency and restoration services, which are essential to the prevention of employee and/or public injury or death, as well as property damage. In addition to an Interim Spectrum Lease Agreement, SVEC has entered into an Asset Purchase Agreement with regard to the Frequencies effective upon FCC approval. These agreements have been approved by the Bankruptcy Court.⁸ On July 5, 2012, (after the commencement of the hearing in EB Docket No. 11-71) SVEC filed an Application for Partial Assignment (partition and disaggregation) of the license for station WQGF315 (FCC File No. 0005224980). As noted in the *MCLM MO&O*, although not among the applications designated for hearing, the application's "disposition is affected by the Commission's decisions" in these proceedings."⁹

⁸ *In re Maritime Communications/Land Mobile, LLC*, Case No 11-13463, Bankr. N.D. Miss., DK # 767. The case is on appeal to the District Court, as Case No. 1:13-cv-00190, but no stay is in effect to prevent the closing of the transaction in the event the FCC proceeding permits. The appeal in the District Court of the sale order involving SVEC has been consolidated with nine others, under Case No. 1-13-cv-00180 as the lead case. On information and belief, it appears that the District Court is ready to start processing that appeal.

⁹ *MCLM MO&O* at 22 (Appendix B, note 2).

On May 9, 2013, in response to the Public Notice DA 13-359,¹⁰ SVEC filed both comments and reply comments urging the Commission, *inter alia*, to grant the pending assignment applications to assign certain MCLM licenses to CII entities including SVEC.¹¹ Instead, the Commission, relying in part on SVEC Comments, ruled that it was appropriate to remove SCRRA, and not CII entities such as SVEC, because they are different in that their communications, while beneficial to the public, are not dedicated solely to the prevention of human injury and property destruction.¹² In so doing, the Commission quoted SVEC as having stated that loss of the spectrum would cripple, if not eliminate "its communications capabilities relating to outage restoration, operation and maintenance of its distribution system and consumer service" [emphasis added].¹³ In actuality, SVEC indicated that the loss of the frequencies "would cripple, if not eliminate, all communication between office and field for the purpose of outage restoration, operation and maintenance of its distribution system, and provision of basic consumer service field operations."¹⁴ [emphasis added] As one must note when comparing the Commission's characterization of SVEC statements with what SVEC actually said, these are material distinctions which the Commission has apparently misunderstood. In actuality, communications between "office and field" for the purpose of emergency outage restoration, operation, and maintenance of the distribution system, and "consumer service field operations" (as opposed to consumer service) are not simply routine business communications and, instead, all directly affect human safety and property protection.¹⁵ It would be as much in error to say

¹⁰ Comment Sought on Application to Assign Licenses Under *Second Thursday* Doctrine, Request for Waiver and Extension of Construction Deadlines, and Request to Terminate Hearing, DA 13-569 (March 28, 2013).

¹¹ See Reply Comments of Shenandoah Valley Electric Cooperative at 2.

¹² MCLM MO&O at 13.

¹³ *Id.* at 16 n. 108.

¹⁴ SVEC Comments at 2-3; SVEC Reply Comments at 1-2.

¹⁵ Additionally, like SCRRA, the amount of spectrum is limited and DePriest's will receive no benefit. The confirmed reorganization plan that was approved by the bankruptcy court gives Choctaw the rights to proceeds of SVEC's transaction. Those no longer belong to MCLM or its bankruptcy estate, under the plan.

that these communications simply serve the business needs of SVEC as it would be to say that PTC simply helps SCRRRA maintain its train schedule.

Because the frequencies are used for voice communication between office and field, loss of the frequencies would result in serious consequences for SVEC and its customers, in that SVEC's ability to safely dispatch its crews to an emergency and thereby mitigate the potential loss of SVEC or public lives, as well as property, would be significantly crippled. SVEC has no other good options because, as a result of Commission action, it had to move from the 150 MHz Band.

SVEC agrees that it is important to mitigate potential loss of railroad employee and public lives during a train collision emerging out of miscommunication in the absence of PTC. However, as demonstrated in the attached affidavit of John Coffey, VP Engineering & Operations of SVEC (which is filed in support of this Motion and petition), SVEC also asserts that response to 233 E-911 calls requiring the Cooperative to dispatch its crews to emergencies in the past twenty (20) months is equally important to mitigating potential loss of Cooperative employee and public lives. E-911 calls consist of reports from local emergency personnel and citizens of electric lines down in public areas and traffic ways; structure fires requiring the utility meter on the home or business to be removed so the fire company personnel can enter the building and extinguish the fire; clear downed power lines and repair poles or other structures struck by public-owned vehicles; and a plethora of other incidents requiring resolution by SVEC field personnel in the interest of public safety. A downed energized line creates an electrocution hazard to the public. Specifically, SVEC owns, operates, and maintains medium- and high-voltage power lines, operating at voltage levels between 7,200 and 115,000 Volts, which are periodically damaged by natural and manmade causes. The key to correcting this dangerous risk

with the haste the situation merits, and thus avoiding the electrocution hazard, is prompt dispatch of an SVEC crew to the scene. That response requires private radio communication because of the inconsistent and sometimes nonexistent cellular coverage in the mountainous, rugged terrain served by SVEC. Otherwise, inherent delays in dispatch because of the absence of a reliable private radio system would substantially extend response times and delay clearance of the electrocution hazard. Consequently, if the grid fails because of an inability to properly monitor it, or if the grid cannot be quickly restored because of communications failures, or if linemen are injured or killed because of inadequate communications, or if downed power lines cannot be safely deenergized because of poor communications, life and property are clearly at particular risk in rural and mountainous areas.¹⁶

Consequently, reconsideration is appropriate in this instance because the *MCLM MO&O* is factually incorrect when it states that an entity such as SVEC is not situated similarly to SCRRRA, based in large part on what appears to be a misquote of SVEC's comments. Not only are the SVEC communications in question directly related to the safety and protection of human life and property—they are also mandated by federal regulation.

SVEC's voice radio system, utilizing the frequencies leased from MCLM, is its primary means of communication with field crews. Public cellular service is inconsistent, and in some areas nonexistent, within the rural and mountainous areas served by SVEC. As a result, voice communication over the Cooperative's private mobile radio system remains the primary means of crew dispatch for responding to E-911 notifications of hazards involving the Cooperative's Transmission and Distribution system. Examples requiring the radio system to dispatch crews

¹⁶ In the *Derecho Report* the Commission recognized the tremendous impact that the disruption of the communications network and the electric grid, and the inability to promptly restore both, can have and further, that the safety and life and property are clearly affected. See PSHSB *Impact of the June 2012 Derecho on Communications Networks and Services—Report and Recommendations* at 1-4 (January 2013).

across more than 7,500 miles of Transmission and Distribution line include: a vehicle striking a utility pole and power lines down in road (i.e., traffic areas), or in areas exposed to the general public.

Moreover, voice communication over the Cooperative's private mobile radio system is the primary mode of communication with field personnel for responding to outage calls during natural disasters, manmade disasters, or acts of terrorism, and is essential to the implementation of all facets of the Cooperative's Emergency Response Plan ("ERP") (i.e., SVEC is required by Rural Utility Service ("RUS"), a division of the United States Department of Agriculture ("USDA"), to complete and keep current a vulnerability assessment for natural and manmade disasters, and an ERP detailing Cooperative response measures. The ERP fully integrates the Cooperative's communication system . . . including the 220 MHz radio system).

The Commission should also be aware of the fact that SVEC provides essential services and emergency restoration of electric service to multiple city and county E-911 centers, water systems, and wastewater treatment facilities; emergency shelters for the general public during natural or manmade disasters; railroad infrastructure; state and federal government facilities, local and state sheriff offices, and police barracks; emergency responder facilities (i.e., fire and rescue); FERC regulated hydro-generation facilities; commercial and industrial facilities; environmentally sensitive plants and processes where extended electric outages can result in the release of regulatory controlled substances to the environment; and four regional hospitals. These critical consumers are among more than 93,000 consumers which currently depend on SVEC for their electric service.

The hospitals serve the following population bases:

- Augusta Health – service area is a population base of 115,000

- Rockingham Memorial Hospital – service area is a population base of 218,000
- Winchester Medical Center (WMC) – service area is a population base of 495,381
- Page Memorial – service area is included in WMC’s primary service area

SVEC operates and maintains critical energy infrastructure as defined by FERC, and is included in the Energy Sector by the DHS. SVEC serves critical customers from the following critical infrastructure sectors as defined by the Department of Homeland Security: Communications Sector, Commercial Facilities Sector, Dams Sector, Emergency Services Sector, Food and Agriculture Sector, Financial Services Sector, Government Facilities Sector, Healthcare and Public Health Sector, Information Technology Sector, Transportation Systems Sector, and the Water and Wastewater Systems Sector.

The radio system is the primary means of dispatching switching and tagging procedures, emergency service restoration, and ongoing operation and maintenance requirements mandated by state and federal regulations (*i.e.*, NERC, RFC, SERC, OSHA, MSHA, NESC, etc.). In addition, the 220 MHz radio system serves as the means of communication for all SVEC employees who respond to all E-911 calls reporting downed power lines, and perform emergency service restoration work on 7,554 miles of transmission and distribution line, including: medium-voltage distribution facilities operating at 7.2 kV, 12.47 kV, 14.4 kV, and 24.9 kV; sub-transmission facilities operating at 34.5 kV and 69 kV; and transmission facilities operating at 115 kV.

The 220 MHz radio system is the primary mode of communication with field crews during a transmission grid blackout to control load additions on the distribution system. This control is essential to transmission companies as generation “islands” are developed during restoration of the transmission grid.

Moreover, the radio system is operated pursuant to and in conformance with NERC reliability requirements and responsibility for critical infrastructure—SVEC owns, operates, and maintains certain substation equipment that is noted as affecting or controlling the Bulk Electric System (BES). SVEC uses the 220 MHz radio system for essential communication on matters regarding the ongoing operation, maintenance, and reporting associated with NERC Standards for Critical Infrastructure Protection (CIP)¹⁷ The NERC regulations require that SVEC maintain "adequate and reliable telecommunications facilities internally and with others for the exchange of Interconnection and operating information necessary to maintain reliability."¹⁸ As such, the radio system is used to dispatch crews to respond to certain load relief warnings and calls for load reduction to maintain voltage, frequency, and/or thermal stability of the bulk transmission system.

Moreover, the importance of the reliability of this nation's electric grid cannot be discounted as simply being "beneficial to the public"¹⁹ because, as the President noted in Executive Order 13636, "Improving Critical Infrastructure Cybersecurity," "[i]t is the Policy of the United States to enhance the security and resilience of the Nation's critical infrastructure and to maintain a cyber environment that encourages efficiency, innovation, and economic prosperity while promoting safety, security, business confidentiality, privacy, and civil liberties."²⁰ In fact, the energy industry was designated a critical infrastructure sector and the electric grid was recognized as one of those critical infrastructure systems so vital to the United States that its incapacity or destruction would have a debilitating impact on security, national economic

¹⁷ North American Electric Reliability Corporation, <http://www.nerc.com/pa/CI/Pages/default.aspx> (last modified/updated/visited _____).

¹⁸ NERC Standard COM-001-1.1—Telecommunications, A. 3.

¹⁹ See *MCLM MO&O* at 16.

²⁰ Executive Order 13636, "Improving Critical Infrastructure Cybersecurity," 78 Fed. Reg. 11739 (February 19, 2013).

security, national public health or safety, or any combination of those matters. Ensuring reliable, private communications is a critical aspect of this.

Consequently, as demonstrated above, SVEC's use of the spectrum goes far beyond being simply "beneficial to the public" and is directly related to public safety and the prevention of property damage. The uses which SVEC makes of the frequencies that it leases from MCLM are critical to ensuring public safety in a rural and mountainous area. SVEC has no good alternatives.

Consequently, in this Motion, SVEC has demonstrated both "a material error or omission in the original order" and new facts which were either misunderstood or unknown by the Commission. Reconsideration is therefore appropriate.²¹ Furthermore, SVEC's application should ultimately be granted based on the foregoing.

PETITION FOR LEAVE TO INTERVENE

In the alternative, in the absence of reconsideration, the Commission should grant SVEC's Motion for Leave to Intervene in EB Docket No. 11-71. The Commission has indicated that SVEC's application will be affected by the decision in EB 11-71. Therefore, without being granted the right to intervene, SVEC will be materially disadvantaged and may be unable to protect its rights in subsequent litigation.

Section 1.223(c) of the Commission's rules permit a party to intervene later than thirty (30) days after the publication of the HDO upon a showing, *inter alia*, of the interest of the petitioner in the proceeding, how the petitioner's participation will assist the Commission in determination of the issues, and why it was not possible to file a petition within the prescribed period of time. SVEC meets these requirements and the Petition is supported by the Affidavit of John Coffey and by the Commission's own decision in the *MCLM MO&O*.

²¹ See *Landix, supra*, note 5.

As the Commission has previously noted, the disposition "is affected by the commission's decision herein."²² Consequently, by the Commission's own ruling, SVEC has a clear interest in the outcome of the hearing.

Further, given the uncertainty surrounding the use of the spectrum by CII entities and the Commission's apparent misunderstanding of how SVEC's frequencies are used, SVEC can assist the Commission in the determination of the issues, unless the Commission is determined to force the CII entities off the frequencies upon a finding against MCLM.

Finally, as the Commission noted in the *MCLM MO&O*, SVEC's assignment application was filed after the commencement of the hearing.²³ Therefore, it could not have intervened within the prescribed timeframe. Under the circumstances, grant of SVEC's Petition for Leave to Intervene is appropriate.²⁴

²² *MCLM MO&O* at 22 n.2.

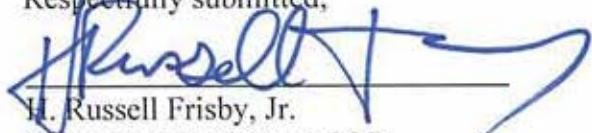
²³ *Id.*

²⁴ See e.g. *In re Application of La Star Cellular Telephone Company*, 6 FCC Rcd. 1245 (1991) (grant of intervention appropriate where "in order to avoid further litigation on this issue in future proceedings, it would better serve the public interest to resolve the issue . . . in this proceeding with [petitioner] as a party.")

CONCLUSION

WHEREFORE, SVEC respectfully urges the Commission to grant its Motion for Reconsideration, or in the alternative, its Petition to Intervene, for the reasons herein stated.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "H. Russell Frisby, Jr.", is written over a horizontal line.

H. Russell Frisby, Jr.
Stinson Leonard Street LLP
1775 Pennsylvania Avenue N.W., Suite 800
Washington, DC 20006-4605
Tel. (202) 572-9937
Fax (202) 572-9945
russell.frisby@stinsonleonard.com

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 8th day of October, 2014, a true and correct copy of the foregoing Motion of the Shenandoah Valley Cooperative for Reconsideration, or in the Alternative, Petition for Leave to Intervene was served by first class United States mail to the following:

/s/ H. Russell Frisby, Jr.

H. Russell Frisby, Jr.

cc: The Honorable Richard L. Sippel
Chief Administrative Law Judge
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Jeffrey L. Sheldon
Levine, Blaszak, Block & Boothby, LLP
2001 L Street, N.W., Suite 900
Washington, D.C. 20036
Counsel for Puget Sound Energy, Inc.

Jack Richard
Wesley Wright
Keller & Heckman LLP
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
Counsel for Atlas Pipeline-Mid Continent LLC; Enbridge Energy Co., Inc.; EnCana Oil and Gas (USA), Inc.; and Jackson County Rural Membership Electric Cooperative

Charles A. Zdebski
Gerit F. Hull
Eckert Seamans Cherin & Mellott, LLC
1717 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
Counsel for Duquesne Light Co.

Matthew J. Plache, Esq.
Law Office of Matthew J. Plache
5425 Wisconsin Avenue
Suite 600, PMB 643
Chevy Chase, MD 20815
Counsel for Pinnacle Wireless Corp.

Albert J. Catalano
Keller & Heckman LLP
1001 G Street, N.W.
Suite 500 West
Washington, D.C. 20001
Counsel for Dixie Electric Membership Corp.

Robert J. Keller
Law Offices of Robert J. Keller, P.C.
P.O. Box 33428
Washington, D.C. 20033
Counsel for Maritime Communications/Land Mobile LLC

Robert G. Kirk
Wilkinson Barker Knauer, LLP
2300 N Street, N.W., Suite 700
Washington, D.C. 20037
Counsel for Choctaw Telecommunications, LLC and Choctaw Holdings, LLC

James Stenger
Chadbourne & Parke, LLP
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Counsel for Environmental LLC and Verde Systems LLC

Warren Havens
2509 Stuart Street
Berkeley, CA 94705

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COMMONWEALTH OF VIRGINIA)
) to wit:
COUNTY OF ROCKINGHAM)

Background

1. I am the Vice President of Engineering & Operations for Shenandoah Valley Electric Cooperative ("SVEC"). As such, I manage the departments within the Cooperative that are responsible for emergency response to natural and manmade disasters; communication infrastructure, operation and maintenance; system operations and dispatch; system engineering; district construction and general operations; field engineering design; fleet procurement, operation, and management; vegetation management; procurement and inventory management; substation installation, operation, and maintenance; metering installation, operation and maintenance; key account management; and day-to-day consumer service within district operations. Specifically, these departments work closely together, and with the other divisions of the Cooperative to provide safe and reliable electric service to Cooperative members on a day to day basis.

2. I joined SVEC in February 2005 and have been in my current position since that time. My career in the electric utility industry spans 27 years. During this time, I have managed various distribution organizations serving consumers in Virginia, West Virginia, Kentucky, Indiana, and Michigan. I have worked with various state and federal regulatory agencies and commissions. Specifically, I filed direct testimony and testified before the Indiana Utility Regulatory Commission, the Virginia State Corporation Commission, and the Federal Energy Regulatory Commission ("FERC"). I have served as a Small Entity Representative to the Small Business Advocacy Review panel at the U.S. Environmental Protection Agency ("EPA") consisting of counsel and staff from the EPA, Small Business Administration, and the White House Office Management and Budget; and I have testified and provided comments at a U.S. Energy Information Administration hearing concerning the U.S. Department of Energy proposal to eliminate large capacity electric water heaters for the purpose of demand side management.

Generally, I have also participated as a utility representative or filed comments concerning electric distribution operations for the Staff of the Virginia State Corporation Commission, Public Service Commission of West Virginia, Indiana Utility Regulatory Commission, and the Kentucky Public Service Commission. For the past nine years, I have served in my current capacity at the Cooperative. A copy of my resume is attached as Exhibit 1.

SVEC's Operations

4. I have reviewed and participated in the preparation of the factual portions of the Motion of Shenandoah Valley Electric Cooperative for Reconsideration or in the alternative Petition for Leave to Intervene ("SVEC Motion"). I submit this Affidavit in support thereof.

5. SVEC's Motion accurately describes both the company's use of the frequencies and the harm that SVEC and its customers would suffer if it lost the use of the frequencies in question. In the remainder of this Affidavit, I will generally discuss these issues and I incorporate by reference all of the factual discussion found at pages 3-11 of SVEC's Motion regarding its use of the frequencies and potential harm.

6. SVEC is an electric cooperative which serves more than 93,000 consumer accounts in the City of Winchester, Virginia, and the counties of Augusta, Clarke, Frederick, Highland, Page, Rockingham, Shenandoah and Warren Virginia. The Cooperative's mission is to provide both reliable and safe electric service to each of its members within this rural area of Virginia. SVEC is responsible to its members for maintaining nearly 7,600 miles of power distribution wires and associated fixed plant, and distributed more than 2.34 billion kilowatt hours of electricity to its members in 2013.

7. Many portions of SVEC's service territory are rural and mountainous, and as a result, public cellular service is inconsistent, and in some locations non-existent. To address this problem, SVEC currently leases 30 channel pairs of 12.5 kHz each of Automated Maritime Telecommunications Service spectrum ("Frequencies") from MCLM (Call Sign WQGF315) which the cooperative uses to operate a voice radio system ("220 MHz voice radio system") which is the primary means of communication with field crews for essential emergency outage and restoration services, operation and maintenance of the distribution system, and customer field service operations. The use of these frequencies is essential to the prevention of employee and/or public injury or death as well as property damage.

8. In addition to an Interim Spectrum Lease Agreement, SVEC has entered into an Asset Purchase Agreement with regard to the Frequencies effective upon FCC approval. These agreements have been approved by the Bankruptcy Court in *In re Maritime Communications/Land Mobile, LLC*, Case No 11-13463, Bankr. N. D. Miss., DK # 767. The case is on appeal to the District Court, as Case No. 1:13-cv-00190, but no stay is in effect to prevent the closing of the transaction in the event the FCC proceeding permits. The appeal in the District Court of the lease and sale order involving SVEC has been consolidated with nine others, under Case No. 1-13-cv-00180 as the lead case. On information and belief, it appears the District Court is ready to start processing that appeal. On July 5, 2012 SVEC filed an Application for Partial Assignment (partition and disaggregation) of the license for station WQGF315 (FCC File No. 0005224980).

9. Because the frequencies are used for voice communication between office and field, loss of the frequencies would result in serious consequences for SVEC and its customers in that SVEC's ability to safely dispatch its crews to an emergency and thereby mitigate the potential

loss of SVEC or public lives as well as property would be significantly crippled. SVEC has no other good options because as a result of Commission action it had to move from the 150 MHz Band.

10. In the past 20 months, SVEC has received 233 E-911 calls requiring the Cooperative to dispatch its crews to an emergency. Voice communication remains the primary means of crew dispatch for responding to E-911 notifications of hazards involving the Cooperative's Transmission and Distribution system. Examples requiring the radio system to dispatch crews include: vehicle striking a utility pole, and power lines down in a roadway or in other areas exposed to the general public.

11. Voice communication over the 220 MHz radio system is the primary mode of communication with field personnel for responding to outage calls during natural disasters, manmade disasters or acts of terrorism, and is essential to the implementation of all facets of the Cooperative's Emergency Response Plan (i.e., SVEC is required to complete and keep current a vulnerability assessment for natural and manmade disasters, and an ERP detailing Cooperative response measures. The ERP fully integrates the Cooperative's communication system...including the 220 MHz radio system).

12. SVEC provides essential services and emergency restoration of electric service for multiple city and county E-911 centers, water systems, waste water treatment facilities; emergency shelters for the general public during natural or manmade disasters; railroad infrastructure; state and federal government facilities, local and state sheriff offices and police barracks; emergency responder facilities (i.e., fire and rescue); FERC regulated hydro generation facilities; commercial and industrial facilities; environmentally sensitive plants and processes

where extended electric outages can result in the release of regulatory controlled substances to the environment; and four regional hospitals. These critical consumers are among the consumers who currently depend on SVEC for their electric service.

13. Hospitals in SVEC's service territory serve the following population bases:

- Augusta Health – service area is a population base of 115,000
- Rockingham Memorial Hospital – service area is a population base of 218,000
- Winchester Medical Center (WMC) – service area is a population base of 495,381
- Page Memorial – service area is included in WMC's primary service area

14. SVEC serves critical customers from the following critical infrastructure sectors as defined by the Department of Homeland Security: Communications Sector, Commercial Facilities Sector, Dams Sector, Emergency Services Sector, Food and Agriculture Sector, Financial Services Sector, Government Facilities Sector, Healthcare and Public Health Sector, Information Technology Sector, Transportation Systems Sector, and the Water and Wastewater Systems Sector.

15. The radio system is the primary means of dispatching switching and tagging procedures mandated by state and federal regulations (i.e., OSHA, MSHA, NESC, etc.). In addition, the 220 MHz radio system serves as the means of communication for all SVEC employees who perform construction and restoration work on 7,554 miles of transmission and distribution line including: medium voltage distribution facilities operating at 7.2 kV, 14.4 kV, 12.47 kV, and 24.9 kV; sub

transmission facilities operating at 34.5 kV, and 69 kV; and transmission facilities operating at 115 kV.


16. The radio system is used to dispatch crews to respond to certain load relief warnings and calls for load reduction to maintain voltage and/or thermal stability of the bulk transmission system. This is a NERC reliability requirement.

17. The radio system is used to dispatch and perform maintenance of SVEC owned, NERC regulated and audited facilities that are integrated with and control parts of the bulk transmission system.

18. The 220 MHz radio system is the primary mode of communication with field crews during a transmission grid black out to control load additions on the distribution system. This control is essential to transmission companies as generation “islands” are developed during restoration of the transmission grid.

Conclusion

19. SVEC uses the 220 MHz Band frequencies that it currently leases from MCLM to operate a voice radio system which is the primary means of communication with field crews for essential emergency outage and restoration services, operation and maintenance of the distribution system, and customer field service operations. Loss of the 220 MHz Band frequencies that SVEC currently leases from MCLM would result in serious consequences for SVEC and its customers in that SVEC's ability to promptly dispatch its crews to an emergency and thereby mitigate the potential loss of SVEC or public lives as well as property would be significantly crippled.

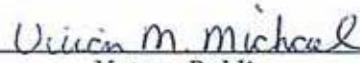

John Coffey
Vice President for Engineering & Operations
Shenandoah Valley Electric Cooperative
Affiant

STATE OF VIRGINIA
CITY/COUNTY OF Rockingham, to-wit:

Subscribed and sworn to on this 7th day of October, 2014, by John Coffey, Vice President for Engineering & Operations, Shenandoah Valley Electric Cooperative, the above-named Affiant, before me.

My Commission expires: 12-31-2017




Notary Public

John A. Coffey, III

johnacoffey@gmail.com

1170 Nelson Drive
Harrisonburg, VA 22801

540.433.4719 (Home)
540.578.0899 (Mobile)

Passionate about serving consumers with excellence, I manage the business by creating a culture of teamwork, defining strategy, developing leaders, empowering functional teams, managing by values, and building/strengthening community and governmental relationships.

Education

Collegiate:

Master Business Administration, Liberty University, 2011

Executive Partnership, Darden – University of Virginia, 2001

Management Development Program, Ohio State University, 1998 -1999

Executive Education, Virginia Polytechnic Institute and State University, 1996 & 1997

B.S. Electrical Engineering, Tennessee Technological University, 1987

Industry:

PJM 101, Pennsylvania New Jersey Maryland Interconnection, LLC, 2012

PJM 201, Pennsylvania New Jersey Maryland Interconnection, LLC, 2012

Getting the Most out of Cost of Service Studies, UVA, The Prime Group, LLC, 2012

Work Experience

Vice President of Engineering and Operations, Shenandoah Valley Electric Cooperative (SVEC), Mt. Crawford, Virginia, 2005 – present

Key Responsibilities:

- At the end of 2013, the Cooperative employed 220 people who served approximately 93,000 accounts, with revenue exceeding \$213 million, TUP of \$454 million, and an NCP of 517 MW.
- Manage consumer services, key accounts, district operations, field engineering, system engineering, technical services, system operations/dispatch, system purchasing, contract administration, environmental compliance, safety, communications infrastructure, office facilities, and system transportation.
- Work closely with the Cooperative G&T, Old Dominion Electric Cooperative (ODEC), on operational, ownership, reliability, and rate matters with transmission owners operating in the DOM and APS PJM zones; and regarding interconnection and wheeling for PURPA generation, hydro electric generation, and distributed generation on the SVEC transmission, sub-transmission, and distribution system.
- Provide expertise and assist with strategy for regulatory and legislative efforts of the statewide association of electric cooperatives at the state and federal level.

Key Accomplishments:

- A principle business representative for the negotiation, drafting, and preparation of the \$350 million asset purchase agreement acquiring Potomac Edison's Virginia Service territory. The deal is the largest cooperative acquisition of investor owned territory.
- Designed and implemented organizational structure to facilitate 130% growth.
- Reduced the workers compensation experience modification factor to 0.61.
- Improved the average speed of answer for consumer billing inquiry calls to 71 seconds for the 123,184 calls handled during 2013.
- Successfully eliminated the union within the acquired territory.
- Expanded the load management program to include over 9,400 water heaters and voltage control that has saved over \$41 million in wholesale power costs since program inception.
- Filed direct testimony and testified at the FERC, Virginia State Corporation Commission, and the Indiana Utility Regulatory Commission; testified before the U.S. Energy Information Administration (EIA) concerning the U.S. Department of Energy (DOE) proposal to eliminate large capacity

electric water heaters for the purpose of demand side management; served as a Small Entity Representative (SER) before the Environmental Protection Agency (EPA), Small Business Administration (SBA), and the White House Office of Management and Budget (OMB) concerning changes to PCB regulations; and participated as a utility representative or filed comments concerning net-energy metering, energy efficiency, and system reliability for staff of the West Virginia and Virginia State Corporation Commissions.

- Primary business representative for SVEC on all operational, reliability, and committees comprised of ODEC, and the DOM and APS zone transmission owners.
- Principle business representative for the negotiation, drafting and preparation of the asset purchase agreement for the sale of the Cooperative's West Virginia assets.
- Negotiated all ancillary agreements necessary to facilitate the Virginia and West Virginia deals.
- Completed over \$100 million in capital improvements between 2011 and 2014. Improvements included Supervisory Control and Data Acquisition (SCADA) and Automated Metering Infrastructure (AMI); major substation upgrades, rebuilds, and new construction; microwave backbone and 220 MHz radio deployment across newly acquired territory; remodeled and opened two acquired offices to walk-in and drive-through consumer traffic; and constructed a centralized warehouse and technical service apparatus shop serving the SVEC system.
- Developed and maintained a strong relationship with key accounts and elected officials.
- Developed costs, drafted lighting tariffs, and co-developed firm and interruptible rate tariffs for the commercial and industrial rate classes as a part of the Cooperative's cost of service study.

Manager Distribution System, Indiana Michigan Power (DBA "AEP"), South Bend, Indiana, 2000 – 2005

Key Accomplishments:

- Reduced OSHA recordable incidents by 73%.
- Reduced customer complaints by 75%.
- Improved service reliability by 50%.
- Worked with senior leadership of the corporation to develop and fund the \$125 Million strategy for service reliability improvement to the 5 Million distribution customers served in the company's eleven state operating area.
- Turned around the distrust of media and elected officials, and the hostile public perception of the corporation for district serving 261,000 electric distribution customers.

District Manger, Kentucky Power (DBA "AEP"), Pikeville, Kentucky, 1997 – 2000

Key Accomplishments:

- Improved service reliability by 40%.
- Reduced OSHA recordable incidents by 66%.
- Turned around the public perception of the corporation in the eleven-county geographic area.
- Turned around the relationship with local and state elected officials.

Area Supervisor then District Manager, Appalachian Power (DBA "AEP"), Rocky Mount, Virginia, 1992 – 1997

Key Accomplishments:

- Turned around relationships with local, state, and congressional representatives.
- Developed and implemented an aggressive plan to improve service reliability.

Electrical Engineer, Appalachian Power, Roanoke, Virginia, 1987 – 1992

Community Involvement

- Board Member, Harrisonburg-Massanutten Rotary Club, 2006 – 2009
- Economic Development Commission, Pike County, Kentucky, 1999 - 2000
- President, United Way of East Kentucky, 1999 - 2000
- President, Pike County Chamber of Commerce, Kentucky, 1998 - 1999
- President, Franklin County Chamber of Commerce, Virginia, 1995 - 1996
- Secretary, Rotary Club of Rocky Mount, Virginia, 1993 - 1994